



## FAIRFAX WOMEN'S SOCCER ASSOCIATION

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# BYLAWS

### ARTICLE I - NAME AND PURPOSE

- Sec 1 The name of the Corporation shall be FAIRFAX WOMEN'S SOCCER ASSOCIATION - herein referred to as "FWSA" or the "Association".
- Sec 2 The Association is formed in order to construct, operate, and maintain in and for Fairfax County, Virginia, a non-profit (501(c)(7)) association to encourage physical fitness and recreational activities for women.

### ARTICLE II - MEMBERSHIP

- Sec 1 Membership in the Association is open to women ages nineteen (19) and over who do not participate on high school or similar-junior level teams. Eligibility for membership is conditional upon any operative membership rules of the Association. Eighteen-year-old players may be considered for membership if approved by the Board of Directors of the Association.
- Sec 2 Application for membership in the Association must be submitted following current procedures and must be accompanied by payment of the registration fee established by the Board. Approval of applications for membership is subject to space available on Association teams.
- Sec 3 Membership in good standing in the Association is conditional upon payment of current registration fees and comportment with Association rules.

### ARTICLE III - MEMBERSHIP MEETINGS

- Sec 1 An annual meeting of the members of the Association shall be held in May of each year at such time and place as the Board of Directors designates. The annual operating report and annual financial report of the Association shall be presented at this meeting. The annual election of officers of the Association shall be conducted at this meeting.
- Sec 2 (a) The Head Commissioner of the Association may call for a special meeting of the membership of the Association at any time.
- (b) The Secretary of the Association may call for a special meeting of the membership within thirty (30) days of receipt of a written request for such a meeting signed by not fewer than twenty (20) members.
- Sec 3 At least ten (10) days before any annual meeting or special membership meeting, written notice of such meeting and a draft agenda shall be made available to all members of the Association.
- Sec 4 At any annual or special membership meeting, twenty (20) members in attendance shall constitute a quorum.
- Sec 5 Each member in good standing shall be entitled to vote at any annual or special membership meeting. No member may vote by proxy.

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### **ARTICLE IV – BOARD OF DIRECTORS**

- Sec 1 The Board of Directors of the Association shall consist of the following: Head Commissioner, Secretary, Treasurer, and Fields, Sub Team, Off-Season, Developmental, and Division Commissioners. The Board of Directors may also appoint special commissioners as needed. Each age group division in the League shall have a minimum of one (1) Division Commissioner.
- Sec 1(a) Terms for the special commissioners are renewable and not subject to term limitations. They will be non-voting positions.
- Sec 2 The Board of Directors shall have general control and management, between annual meetings of the members, of the government and affairs of the Association and shall have the powers usually possessed by Directors of similar associations. It shall be the function of the Board of Directors to carry out the purposes of the Association as stated in the Articles of Incorporation and Bylaws. The Board of Directors shall have control of financial and policy matters.
- Sec 2(a) Under certain circumstances, a member of the Board of Directors may be asked to step down from her position. These circumstances may include, but are not limited to, the member not performing duties as described in her position description.
- The following guidelines will be used to inform the member that her conduct needs improvement:
1. Written notification by the Head Commissioner, detailing concerns and outlining ideas to improve performance.
  2. If the situation has not improved in a timely manner, the Head Commissioner will advise the Board and a vote will be taken on termination.
- Sec 3 The Board of Directors shall meet at least four (4) times per year. The time and place of such meetings shall be fixed by the Head Commissioner. Any Board member may call a special meeting of the Board of Directors at any time.
- Sec 4 At any meeting of the Board of Directors, fifty (50) percent of the sitting members who are eligible to vote shall constitute a quorum. Each member of the Board present at any meeting shall be entitled to one (1) vote, and the requisite vote necessary to take any action shall be a majority of the votes cast.
- Sec 5 Unless otherwise required, the Board meetings shall be conducted in accordance with Robert's Rule of Order. The regular order of business of the Board shall be: (a) call to order; (b) reading of the minutes; (c) treasurer's report; (d) reports of commissioners and special reports; (e) unfinished business; (f) new business; (g) adjournment.
- Sec 6 A Board member may not serve as commissioner for the division in which she plays, unless expressly approved by a majority of the FWSA Board of Directors.

### **ARTICLE V – DUTIES OF THE BOARD OF DIRECTORS**

- Sec 1 The officers of the Association shall consist of the Board of Directors and any special commissioners appointed by the Board.
- Sec 2 The Head Commissioner shall preside at all meetings of the members and the Board of Directors, and shall be entitled to attend the meetings of all committees and shall perform all the duties usually pertaining to that office. At the end of the Head Commissioner's term, the incumbent may remain on the Board an additional year as the Past Head Commissioner. This position is a non-voting position. The Past Head Commissioner will oversee training of the incoming Head Commissioner.
- Sec 3 Each of the Division Commissioners shall undertake administrative and oversight functions as allocated by the Board of Directors and shall have the authority to assume any of the duties and exercise any of the powers of the Head Commissioner during her absence or inability to act.
- Sec 4 The Treasurer shall have the custody of all funds, securities, and assets of the Association. The incumbent shall provide and maintain complete records of the assets and liabilities of the Association. The incumbent will prepare such reports as required to be filed by local, state, and federal law and regulations. A financial report shall be presented at the annual

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membership meeting in May. At the end of the Treasurer's term, the incumbent may remain on the Board for an additional one-season term as the Past Treasurer. This position is a non-voting position. The Past Treasurer will oversee training of the incoming Treasurer.

Sec 5 (a) The Secretary shall prepare and maintain minutes of all meetings of the Board and of the Association membership. The incumbent shall give proper notice of all membership meetings, officer elections, and other matters appropriate for consideration by the membership. The incumbent shall conduct the correspondence of the Association and have custody of same, as well as the Association incorporation, Bylaws, and amendments thereto, and rules of the Association.

(b) The minutes of all meetings shall be signed by the Secretary and approved by the Board. The incumbent will be responsible for preparing the annual operation report of the Association to be presented at the annual membership meeting in May.

## **ARTICLE VI – ELECTIONS**

Sec 1 Directors elected to manage the affairs of the Association shall each be a member in good standing of the Association. At the time of elections, no more than three (3) members from any one (1) team shall be elected.

Sec 2 (a) An election of directors shall be conducted in May of each year at the regular annual meeting of the Association membership. Directors shall be elected by a majority of the members voting at the meeting.

(b) Directors shall be elected to serve a term of one (1) year, with the exception of the Head Commissioner who is elected to serve a two (2) year term. Non-renewable directors shall serve no more than two (2) consecutive terms. No Head Commissioner shall serve more than one (1) term as Head Commissioner, but may have served two (2) prior consecutive terms in another Board position. A term of office shall begin after the first meeting of the Board of Directors following the annual membership meeting in May and shall run through the end of the first Board meeting after the annual membership meeting the following year.

(c) Nominations for directors shall be submitted by a Nominations Committee, which is appointed by the Head Commissioner at least sixty (60) days prior to the Annual meeting in May. The committee shall solicit interest in serving on the Board from Association members thirty (30) days prior to the Annual meeting and file with the Head Commissioner a written list of nominees. This list of nominees shall be transmitted to the membership by the Secretary of the Association together with written notice of the annual membership meeting at least ten (10) days in advance of the meeting. Additional nominations may be made from the floor at the annual meeting, provided that the prior consent of any person so nominated has been obtained.

Sec 3 An interim vacancy in any elective office shall be filled by a majority vote of the Board of Directors.

Sec 4 A member of the Board of Directors may not serve as a Team Representative during her term of office on the Board.

## **ARTICLE VII – TEAM REPRESENTATIVES**

Sec 1 Each team shall select a Team Representative to: (1) serve as an advisory committee to the Board of Directors; and (2) report on Board decisions and policies to their respective teams.

Sec 2 Team Representatives will meet with the Board of Directors at least twice each year. Additional meetings may be called by the Board as necessary. Any Team Representative may petition the Head Commissioner for a meeting with the Board of Directors.

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### **ARTICLE VIII – COMMITTEES**

- Sec 1 A Nominations Committee is to be established to perform the duties set forth in Article VI, Section 2(c) of these Bylaws. The chairperson and members of the Nominations Committee shall be appointed by the Head Commissioner.
- Sec 2 The Board of Directors may establish such other committees, as it deems advisable, to carry out the purposes of the Association and shall define the duties and powers of any committee established.
- Sec 3 A member of the Board of Directors shall be appointed by the Head Commissioner to act as liaison between the Board and the committees.

### **ARTICLE IX – PROPERTY AND FINANCES**

- Sec 1 All funds of the Association shall be deposited in such qualified depository or depositories as the Board of Directors may from time-to-time by written resolution designate.
- Sec 2 All disbursements of funds of the Association shall be approved by one of the following officers: Head Commissioner, Secretary, or Treasurer.
- Sec 3 At the end of a Treasurer's term, the FWSA books will be reviewed by a qualified individual not an officer of the Association.

### **ARTICLE X – AMENDMENTS TO BYLAWS**

Amendments to these bylaws may be adopted upon a vote of two-thirds of the members present and voting at a duly held membership meeting, providing that written notice of the proposed amendment(s) has been made available to all members of the Association at least ten (10) days in advance of any meeting at which the amendment(s) will be presented for adoption. Any proposed amendment may be amended from the floor by a vote of two-thirds of the members present and voting.